

EXHIBIT 1

**IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

WILLIAM LANGLEY

v.

**DIRECTOR OF HUMAN RESOURCES,
HOWARD HUGHES MANAGEMENT CO.,
LLC, AS PLAN ADMINISTRATOR FOR THE
HOWARD HUGHES MANAGEMENT CO.,
LLC SEPARATION BENEFITS PLAN**

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Civil Action No. 4:13-cv-03595

DECLARATION OF JOHN H. MCDOWELL, JR.

I, John H. McDowell, Jr., hereby declare and state as follows:

1. I am above the age of 21 years of age and I am fully competent to make this Declaration. I am a partner with the law firm of Andrews Kurth LLP and an attorney of record for Director of Human Resources, Howard Hughes Management Co., LLC, as Plan Administrator for the Howard Hughes Management Co., LLC Separation Benefits Plan (“Defendant”) in the above-captioned action. I have personal knowledge of the facts stated herein and such facts are true and correct.

2. I received the degree of Doctor of Jurisprudence from University of Virginia Law School in 1982 and received my license from the State Bar of Texas in 1983. I am admitted to practice in the United States District Courts for the Northern, Southern, Western, and Eastern Districts of Texas, the United States Court of Appeals for the Fifth Circuit, and the United States Supreme Court. I have had a continuous litigation practice in federal and state courts in Texas and in other states since 1983. I have experience in and am familiar with the work required of attorneys in cases similar to this matter. I am also familiar with the fees charged by attorneys handling similar cases in Texas. In consideration of the foregoing, I am qualified to testify and

have an opinion about the usual and customary, reasonable and necessary fees for work of the nature performed in this case. A true and correct copy of my current biographical and professional resume from the Andrews Kurth website, which further highlights my experience and education, is attached hereto as **Exhibit 1-A**.

3. As a result of Plaintiff William Langley's ("Plaintiff") claims, Defendant retained Andrews Kurth LLP to represent Defendant. Defendant seeks to recover its reasonable and necessary attorneys' fees incurred in successfully defending against Plaintiff's claims under 29 U.S.C. § 1132(g)(1).

4. I am familiar with the representation that Andrews Kurth LLP provided Defendant in connection with its defense to date. I have conducted or supervised the handling of the legal work performed by my firm and I am familiar with the nature of services that must be performed in order to defend a case of this nature to final conclusion.

5. The primary attorneys assisting me in representing Defendant in this matter were Matthew G. Nielsen and J. Marshall Horton. A true and correct copy of their current biographical and professional resumes from the Andrews Kurth website, which further highlights their experience and education, is attached hereto as **Exhibits 1-B and 1-C**.

6. The "lodestar" method is an appropriate method for calculating attorneys' fees in this case. The "lodestar" amount is determined by multiplying the number of hours reasonably expended on the litigation by a reasonable hourly rate. The fees incurred by Defendant were reasonable and necessary and proportionate to what was necessary to defend against Plaintiff's claims.

7. Copies of Andrews Kurth LLP's invoices for the time period of December 9, 2013 to April 5, 2014 (redacted) are attached collectively hereto as **Exhibit 1-D**. The invoices

reflect the actual work performed by Andrews Kurth attorneys or paralegals with detailed descriptions of the services provided. Andrews Kurth's invoices have been redacted for purposes of maintaining privilege and/or work product but can be submitted in full for *in camera* inspection upon the Court's request.

8. Andrews Kurth sets its standard hourly rates at competitive levels comparable to market for the services provided. During the pendency of this litigation, the applicable hourly rates charged by Andrews Kurth LLP in this case range from \$275.00 to \$290.00 for paralegals, \$290.00 to \$540.00 for associate attorneys, and \$555.00 to \$750.00 for partners. These rates are consistent with those charged for comparable work in Texas and are customary and reasonable for services performed based on the timekeepers' experience.

9. It is my opinion that the services actually performed for Defendant in this matter were necessary and the charges for those services were reasonable. Legal services performed include (1) discussing the claims with the client; (2) performing legal and factual research and reviewing files, materials, the administrative record, and supporting evidentiary documents; (3) preparing and filing Defendant's Cross-Motion for Summary Judgment and Response to Langley's Motion for Summary Judgment; and (4) other tasks performed in representing Defendant against Plaintiff's claims to a final judgment.

10. As reflected in the invoices attached at **Exhibit 1-D**, the total number of hours expended for these services was 262.8 and the total fees charged were \$143,814.00. I analyzed the reasonableness of Defendant's fees in light of the factors identified in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 718-19 (5th Cir. 1974)¹: (i) the time and labor required;

¹ See also *Jiminez v. Wood Cty., Tex.*, 621 F.3d 372, 379-80 (5th Cir. 2010) (noting that *Johnson* factors should be considered to adjust lodestar amount if necessary).

(ii) the novelty and difficulty of the questions; (iii) the skill required to perform the legal service properly; (iv) the preclusion of other employment by the attorney due to acceptance of the case; (v) the customary fee for similar work in the community; (vi) whether the fee is fixed or contingent; (vii) time limitations imposed by the client or the circumstances; (viii) the amount involved and the results obtained; (ix) the experience, reputation, and ability of the attorneys; (x) the “undesirability” of the case; (xi) the nature and length of the professional relationship with the client; and (xii) awards in similar cases.

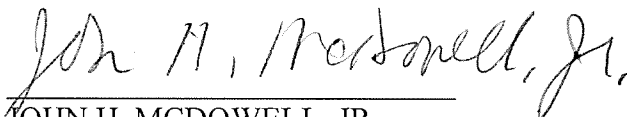
- a. **Factors (i)-(iii).** Plaintiff advanced several arguments in his lawsuit, alleging an abuse of discretion, conflict of interest, and breach of fiduciary duty, Plaintiff’s allegations required significant time and expertise to defend.
- b. **Factor (iv).** The fees in this matter are also reasonable because work on the matter precluded the attorneys involved from working on other projects. The attorneys involved spent almost 300 hours on the defense of this case from December 2013 to April 2014. While the attorneys involved were able to work on other projects as well, the time commitment required to defend against Plaintiff’s claims necessarily precluded the attorneys involved from doing other work for existing and potential clients.
- c. **Factor (v).** I am familiar with the rates charged for comparable work in Texas and it is my opinion that Andrews Kurth’s fees were reasonable in light of the fees customarily charged in Texas for similar legal services.
- d. **Factor (vi).** Andrews Kurth’s fees to defend this matter were based solely on hourly rates. Andrews Kurth did not receive any sort of contingent compensation or success bonus for the results obtained, which further justifies the rates charged.
- e. **Factor (vii).** Andrews Kurth’s fees were also reasonable considering the time limitations imposed by the circumstances of the case. Plaintiff filed his Motion for Summary Judgment less than two months after filing his complaint, requiring a need for the attorneys involved to learn about the case, the underlying administrative record, and the relevant legal issues in a short period of time. Although these circumstances are not necessarily exceptional for litigation, the time limitations imposed by the circumstances also support the rates charged.
- f. **Factor (viii).** The fees Defendant seeks to recover are also reasonable in light of the amount involved and results obtained, as Andrews Kurth was able to obtain complete dismissal of all of Plaintiff’s claims. In light of the results obtained, the fees charged by Andrews Kurth were reasonable.

- g. **Factor (ix).** Andrews Kurth's fees were also reasonable considering the experience, reputation, and abilities of the lawyers performing the services. All attorneys who performed work on this matter are highly qualified, and their rates were commensurate with their levels of experience, as reflected in their biographies attached hereto as **Exhibits 1-A, 1-B, and 1-C.**
- h. **Factor (x).** Representation of Defendant in this matter has not been undesirable. Therefore, this factor is neutral.
- i. **Factor (xi).** Andrews Kurth's fees were also reasonable in light of the nature and length of the professional relationship with Defendant. Defendant has been a client of Andrews Kurth and its related companies have retained the firm to represent them in a variety of matters. The continued relationship between Andrews Kurth and Defendant and its related companies is evidence of the fact that the rates charged are reasonable and the quality of services provided is high.
- j. **Factor (xii).** Andrews Kurth's fees are in conformity with similar cases in Texas.

11. Based on my analysis of the above factors, it is my conclusion that the fees Defendant seeks to recover for the defense of Plaintiff's claim were reasonable.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 25th day of August, 2014 in Dallas, Texas.



JOHN H. MCDOWELL, JR.

EXHIBIT 1-A

ANDREWS KURTH

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John H. McDowell, Jr.

**Partner**

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F: +1.214.915.1432
johnmcdowell@andrewskurth.com

John McDowell is hired for complicated, large-scale litigation in State and Federal Courts across the United States. His client matters typically involve a combination of C-suite executives, complex facts, cutting edge substantive issues and high emotion. John has more than 30 years' experience working in a broad range of industries, with current engagements centering in the telecommunications, technology, energy and healthcare sectors. John's clients are headquartered around the world, and their most pressing horizon issues include competition questions, offensive and defensive intellectual property strategies, and effective litigation management. His approach is direct and practical, with a keen focus on clients' business strategies and their legal concerns. A successful outcome, as defined by each client, is his goal.

John currently serves as chair of Andrews Kurth's Dallas Litigation Section. He is a member of the Policy Committee, the firm's governing body, and serves on the Partners Committee. John was a consistent leader in his previous law firms as well, including leading litigation sections and being a member of management and compensation committees. John has also served as Technology Partner and has led various technology initiatives at his firms.

REPRESENTATIVE EXPERIENCE

Patent Litigation

- Defended client cell phone manufacturer in more than 40 patent cases across the United States
- Defended client smart grid and smart distribution provider and manufacturer in several patent matters
- Defended client electronics manufacturer in various patent cases
- Defended client international telephone network and software company in various patent-related proceedings
- Represented patentee in sale of patent portfolio (cloud computing)
- Obtained dismissal of defendant presbyopia-correcting-surgery patent holder from federal court declaratory judgment action alleging patent invalidity (lack of case or controversy)
- Negotiated numerous early settlements for various defendants in patent litigation to achieve clients' desired results by utilizing cost-effective and tailor-made strategies

INDUSTRIES

Alternative Energy
Banking/Financial Services
Electric
Energy
Finance
Health Care
Hospitality and Hotels
Insurance
Internet/E-Commerce
Manufacturing and Sales
Real Estate
Software/Electrical
Technology
Technology and Emerging Companies

PRACTICES

Antitrust Counseling
Commercial Litigation
Intellectual Property Counseling and Litigation
IP Litigation
Litigation and Dispute Resolution
Patents, Trademarks and Copyrights

EDUCATION

JD, 1982, University of Virginia School of Law
BA, 1979, Stanford University

ADMISSIONS

Texas
US Supreme Court
US Court of Appeals for the Fifth Circuit

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John H. McDowell, Jr.

US District Courts for
the Eastern, Northern,
Southern and Western
Districts of Texas

Healthcare Litigation

- Represented an individual owner and food and drug manufacturing companies in a jury trial against prior management on fraud, tort and contract theories (obtained six figure damages jury verdict and permanent injunction and prevailed [no liability verdict] on all counterclaims)
- Defended healthcare utilization review company at jury trial where multi-million dollar medical malpractice damages claimed on contractual and tort claims (obtained no liability, zero jury verdict)
- Obtained dismissal of defendant presbyopia-correcting-surgery patent holder from federal court declaratory judgment invalidity action alleging patent invalidity (lack of case or controversy)
- Defended the appeal of a district court judgment to the U.S. Court of Appeals for the Fifth Circuit (upholding sovereign immunity of Medicare contractor)
- Obtained favorable settlements for a drug and medical device company in patent and co-licensing disputes

Financial Services Litigation

- Represented leasing company in a bench trial and defended against usury claims affecting multi-hundred million-dollar lease portfolio (obtained judgment for leasing company for all amounts sought and obtained zero judgment on usury counterclaim)
- Represented a national bank in a nationwide consumer class action against lender alleging violations of RESPA (obtained dismissal prior to class certification)
- Represented numerous financial institutions in class action, collection, patent and lender liability cases for over 30 years of practice

Technology Litigation

- Counseled banking institutions and businesses on technology provisions in information technology contracts, avoiding litigation
- Successfully settled disputes for software and hardware provider facing demands from client as to anticipatory failure issues
- Obtained favorable settlement of claims for data processing company with respect to claimed misrepresentation in purchase of outsourced business
- Represented numerous clients in commercial litigation involving cutting edge electrical and biological technologies

Complex Commercial Litigation

- Obtained temporary restraining order for oil and gas company (prevented operator from shutting in natural gas wells)
- Obtained a take-nothing arbitration award on behalf of client insurance broker against claims of international insurance company (two-week arbitration resulted in no-liability award)
- Obtained a temporary restraining order for multi-level marketing company (funds on deposit in defendant bank ordered to be relinquished to company)
- Defended against an application for temporary injunction related to significant sales territory (temporary injunction not issued and TRO lapsed after hearing)

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John H. McDowell, Jr.

- Obtained summary judgment on key damage and liability claims and favorably settled \$200 million plus claim for multi-national power tool manufacturer
- Represented owners and management companies of hotel properties in various litigation, including claims for improper management, deidentification, fraud and other issues involving the business of the hospitality industry
- Represented numerous clients in temporary restraining orders, temporary preliminary injunctions and permanent injunction practice in federal and state courts
- Negotiated with various governmental agencies on behalf of clients

PUBLICATIONS

- Author, "Collaboration Among Competitors and Standards Setting in the United States," course materials for the Competition Law Commission of the Union Internationale des Avocats 55th UIA Congress (2011)
- Author, "Antitrust 101: Section 1 of the Sherman Act," *Antitrust Litigation, Newsletter of the ABA Section of Litigation Antitrust Committee* (2007)
- Author, "Strategy in Question: The Supreme Court Weighs Antitrust Procedures," *ABA Section of Litigation Update*, February (2007)
- Co-author, "Effective Markman Presentations," chapter in *Winning Intellectual Property Strategies*, Aspatore Books (2006)
- Numerous prior publications on complex substantive areas

PROFESSIONAL RECOGNITION

- Recognized among the "Best Lawyers" in Dallas, *D Magazine*
- Best Lawyers in America (2009-present)
- Best Lawyers in Dallas, Intellectual Property, *D Magazine* (2005-present)
- Texas Super Lawyer, Intellectual Property, *Law & Politics Magazine* and *Texas Monthly* (2004-present)
- Super Lawyers Top Attorneys in Corporate Litigation, Intellectual Property Litigation (2009-present)
- Member, various Who's Who organizations, including *Who's Who in America*

BRIEFINGS, SEMINARS & SPEECHES

- Speaker, "Apple vs. Samsung," Litigation Commission of the Union Internationale des Avocats 57th UIA Congress (2013)
- Moderator, National Conference of State Trial Judges and Commission on the American Jury Project Town Hall (2012)
- Speaker, "Antitrust Aspects of Agreements Between Competitors," 55th Congress of the Union Internationale des Avocats (2011)
- Moderator, "Top 10 Privilege and Privacy Blunders in the Digital Age," ABA Section of Litigation Conference (2011)
- Moderator, "The Ten Things Every Patent and Antitrust Practitioner Must Know After Recent Supreme Court Decisions," ABA Section of Litigation (2007)
- Author and Lecturer, "Patent Law and Litigation in the United States," SMU Cox Business School MBA Program (2007)
- Moderator, Antitrust and Intellectual Property Trends in the Supreme Court," A Conversation with Deputy Solicitor General Thomas Hungar, ABA Litigation Section Teleconference Services (2006)
- "Strategies to Ensure Effective Markman Presentations," Firm-sponsored IP seminar (2006)
- Panelist, Texas Lawyer Intellectual Property Roundtable (2006)
- Guest Lecturer, "U.S. Intellectual Property Law Update 2005," SMU Cox School of Business EMBA Program (2005)
- "Trends in Litigation Management and Dispute Resolution," Counsel to Counsel Forum (Houston, Texas) (2005)
- "The Nine Antitrust Developments You Should Know About Today," The Texas General Counsel Forum (2005)
- "Antitrust and Patent Law," Forbes Sky Radio, (2004)

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John H. McDowell, Jr.

- “Record Retention and Destruction — The Andersen Issue, Technology Pitfalls, and Other Lessons,” 2002 Annual Tax Symposium (Dallas and San Antonio, Texas)
- “Intellectual Property and e-Law” (guest lecturer), SMU Cox School of Business EMBA Program (2000 - present)
- “Protecting Your Intellectual Property” (workshop co-presenter), SMU Cox School of Business (Caruth Institute), e-Startup: How to Launch The Next Great Internet Company (2000)
- “Internet Resources,” Texas Association of Defense Counsel (2000)
- Numerous prior speeches on complex substantive areas

AFFILIATIONS

- American Bar Association, 1983-present
 - Antitrust Section
 - Intellectual Property Section
 - Litigation Section
 - Antitrust Committee (Co-Chair, 2006-2009)
 - Trial Evidence Committee (Co-Chair, 2009-2011)
 - Jury Innovations (Co-Chair, 2011-2013)
- American Intellectual Property Law Association
 - Antitrust Committee
- Dallas Association of Young Lawyers
 - President, 1991
- Dallas Association of Young Lawyers Foundation
 - Chair, Fellows Program (2006)
 - Life Founding Fellow
- Dallas Bar Association
 - Antitrust and Business Litigation sections, 1983-present
 - Director, 1990-91
- Dallas Bar Foundation, Fellow
- State Bar of Texas
 - Antitrust and Business Litigation sections
- Texas Bar Foundation, Fellow
- Texas Young Lawyers Association
 - Director, 1991-1993
- The Honorable Barbara M.G. Lynn American Inn of Court
 - Master, 2012-present
- Union Internationale Des Avocats
 - Member, Author and Speaker, Litigation Commission, 2011-present
 - Member, Author and Speaker, Competition Commission, 2011-present

PRESS RELEASES

- 59 Andrews Kurth Lawyers Named Best Lawyers in America 2015 (August 18, 2014)
- Five Andrews Kurth Partners Named 2014 Best Lawyers in Dallas (May 1, 2014)



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John H. McDowell, Jr.

- 41 Andrews Kurth Lawyers Named in Texas Super Lawyers 2013 (September 9, 2013)
- 61 Andrews Kurth Lawyers Named Best Lawyers in America 2014 (August 15, 2013)
- Andrews Kurth Elects 2013-2014 Policy Committee (August 15, 2013)
- Seven Andrews Kurth Partners Named 2013 Best Lawyers in Dallas (May 1, 2013)
- 35 Andrews Kurth Lawyers Named in Texas Super Lawyers 2012 (September 10, 2012)
- 62 Andrews Kurth Lawyers Named Best Lawyers in America 2013 (August 23, 2012)
- Eight Andrews Kurth Partners Named 2012 Best Lawyers in Dallas (April 27, 2012)
- 54 Andrews Kurth Lawyers Named Best Lawyers in America 2012 (September 22, 2011)
- 35 Andrews Kurth Lawyers Named in Texas Super Lawyers 2011 (September 12, 2011)
- Litigator John McDowell Joins the Dallas Office of Andrews Kurth as a Partner (January 1, 2011)

EXHIBIT 1-B

ANDREWS KURTH

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Matthew G. Nielsen



Partner

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Matthew Nielsen is a partner in the firm's Corporate Compliance, Investigations and Defense practice group. Matthew's practice focuses on conducting internal investigations; assisting clients in civil and criminal matters before the U.S. Department of Justice, the U.S. Securities and Exchange Commission, the Financial Industry Regulatory Authority (FINRA), state securities boards and state attorneys general; and representing clients in securities litigation. In his investigation practice, Matthew has represented boards of directors, audit committees, and small to Fortune 100-companies in matters that include alleged violations of federal and state securities laws, embezzlement and self-dealing, complaints from whistleblowers, earnings manipulation and other accounting fraud, Medicaid fraud, and Foreign Corrupt Practices Act violations. In his regulatory work, Matthew represents public companies, directors and officers, accountants, broker-dealers, investment advisers, and registered individuals in SEC and FINRA compliance examinations and enforcement investigations and proceedings.

Matthew also routinely advises on corporate compliance issues and programs, including developing and revising policies and procedures; counsels on anti-corruption, OFAC, and federal securities law compliance; advises audit committees, board of directors, and C-level executives on wide-range of legal and regulatory matters, including corporate governance and SEC disclosure issues; assists in conducting specialized due diligence in mergers, asset acquisitions, and financing and drafting provisions to identify and address potential risks; advises on potential successor liability risks; and represents clients in FINRA Market Regulation and SEC Corporate Finance inquiries.

Matthew also has substantial litigation and trial experience, in state and federal court, as well as arbitration, successfully handling disputes that include securities fraud, shareholder and closely-held company litigation, legal and accounting malpractice, employment discrimination, complex contractual matters and injunctions.

REPRESENTATIVE EXPERIENCE

- Led team of attorneys and forensic accountants in investigation of embezzlement and kickbacks by oil and gas company CEO and CFO, and led interaction with SEC, U.S. Attorney, FBI, IRS (Criminal Division) and state securities regulators
- Led multiple investigations stemming from whistleblower complaints including allegations of fraud, bribery, accounting irregularities, and employee misconduct
- Defended suits based on state and federal securities law violations
- Conducted multiple investigations of alleged bribery of foreign government officials of countries including Italy, Albania, Croatia and Iraq

INDUSTRIES

Energy
Oil and Gas
Restaurant
Technology

PRACTICES

Anti-Corruption and the Foreign Corrupt Practices Act (FCPA)
Class Action Litigation
Commercial Litigation
Corporate
Corporate Compliance, Investigations and Defense
Litigation and Dispute Resolution
Professional Liability
Securities Litigation
Subprime and Distressed Assets

EDUCATION

JD, 2001, *magna cum laude*, Baylor Law School, *Baylor Law Review*, Assistant Managing Editor, Executive Editor, and Notes and Comments Editor (1999-2001), Order of the Barristers
BBA, 1998, *cum laude*, Texas Christian University

ADMISSIONS

Texas 2001
US District Courts for the Northern, Southern, Western and Eastern Districts of Texas
US District Court for the Eastern District of Wisconsin

ANDREWS KURTH

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Matthew G. Nielsen

- Counsel clients on avoiding violations of FCPA and conducting FCPA audits
- Assisted Fortune 50 company in SEC inquiry into transactions with CEO and member of its Board of Directors; SEC closed inquiry after presentation
- Represented broker-dealers and investment advisors in investigations and examinations by SEC and FINRA
- Defended auditor in SEC investigation, which uncovered fraud by the officers and directors of auditor's client; no action taken against client.
- Defended tax accounting firm and individual CPA in suit alleging securities fraud and professional negligence
- Led representation of special litigation board committee in investigating claims in multiple shareholder derivative suits
- Principal defense attorney for restaurant operation company in suit by investors claiming breach of fiduciary duty by officers and directors
- Defended surgery center partnership in suit brought by minority investor challenging buy-out of majority investor
- Defended automobile dealership partnership against claims by former partner of breach of fiduciary duty
- Obtained deferred prosecution plea agreements for major transportation company in two criminal proceedings brought by State of Texas for alleged environmental contamination
- Won summary judgment in an ERISA suit in which plaintiffs sought more than \$4 million in damages
- Obtained summary judgment in lawsuit based in Oklahoma Anti-Spam statute; judgment affirmed on appeal and client was awarded judgment against plaintiff for its attorneys' fees and cost
- Won arbitration award on behalf of a physician practice group in suit by former partner seeking step-up in value of his partnership interest
- Obtained summary judgment on behalf of software company in suit against its distributor for theft of copyrighted material (awarded all requested damages and attorneys' fees)
- Obtained arbitration award on behalf of client involving claims of employment discrimination, retaliation, defamation, and emotional distress by former manager
- Defended injunction action brought against communications company; plaintiff dismissed case after cross examination of its CEO
- Prosecuted excessive force suit against local police officers in pro bono case; city settled case before trial

US Court of Appeals for
the Fifth Circuit
US Supreme Court

PUBLICATIONS

- United States Adds to Economic Sanctions against Russia Relating to the Conflict in Ukraine (August 18, 2014)
- DC Circuit Finds Buyers in Transactions Under Exon-Florio Review Are Entitled to Due Process Protections (July 30, 2014)
- Federal Court Affirms Broad, Largely Unreviewable Presidential Powers to Force Divestment of Foreign Investments in U.S. Businesses (October 29, 2013)

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Matthew G. Nielsen

- "A New World in SEC Compliance and the Fundamentals to Face the Challenges," *Inside the Minds: SEC Compliance Best Practices—Leading Lawyers on Understanding New Regulations and Developing Compliance Strategies* (2013)
- U.S. Supreme Court Issues Two Important Securities-Law Opinions (March 12, 2013)
- Key Takeaways from the Federal Government's Newly Issued Guide to the FCPA (November 28, 2012)
- The SEC Issues its First Whistleblower Award (August 29, 2012)
- Second Circuit Expands the Scope of SEC Aiding and Abetting Claims (August 14, 2012)
- Supreme Court to Address Fraud-on-the-Market Presumption in Federal Securities Class Actions (June 26, 2012)
- "What to Expect in SEC Enforcement Actions" *Financial Fraud Law Report* (May 2012)
- SEC Enforcement Actions: A Look at 2011 and What to Expect in the Next Year (February 28, 2012)
- U.S. Supreme Court Limits Scope of Primary Liability Under Federal Securities Laws (June 16, 2011)
- Supreme Court Unanimously Rejects Fifth Circuit's Loss Causation Standard (June 9, 2011)
- U.S. Supreme Court to Review Fifth Circuit's Controversial Loss Causation Rules for Securities Class Actions *Compliance Week* (March 3, 2011)
- "The Dodd-Frank Earthquake" *Texas Lawyer* (December 20, 2010)
- Recent SEC Enforcement of Regulation FD: Lessons to be Learned (December 9, 2010)
- "Protecting Internal Investigations from Disclosure Requires Planning" *Executive Legal Advisor* (January 2009)
- "Preserving Privilege When Undertaking Internal Investigations" *Texas Lawyer* (November 24, 2008)
- "The Civil, Regulatory and Criminal Responses to the Subprime Mortgage Meltdown" *Andrews Securities Litigation & Regulation Reporter* (November 18, 2008)
- "The Civil, Regulatory and Criminal Responses to the Subprime Mortgage Meltdown" *Andrews Financial Crisis Litigation Reporter, Thomson Reuters/West* (October 23, 2008)
- "Burrow v. Arce: Too Much Ado About Nothing?" *52:2 Baylor Law Review* 488 (April 2000)

PROFESSIONAL RECOGNITION

- Texas Rising Star, *Texas Monthly* (2006-2009, 2011-2014)

BRIEFINGS, SEMINARS & SPEECHES

- Legal and Compliance Programs: Ethics and Effectiveness LIVE (March 1, 2013)
- "Conducting Internal Investigations Under New Rules," Compliance Week Roundtable, Houston, Texas (September 20, 2011)
- "Internal Investigations Post Sarbanes-Oxley" to Houston Corporate Paralegal Association (September 9, 2009)
- "Best Practices for the Transactional Lawyer: Legal Privilege and Confidentiality" with Paul Mitchell to Association of Corporate Counsel, Houston Chapter (August 12, 2008)
- Panelist, "Accounting for Lawyers: Part 3, Attorney-Accountant Relations after Sarbanes-Oxley," CLE Options Network (live webcast on July 18, 2008)
- "Best Practices for the Transactional Lawyer: Legal Privilege and Confidentiality" with Wiley George at El Paso Energy (July 16, 2008)
- "Legal Privilege and Confidentiality: The Fundamentals and Practical Application for Accountants" presented to Dallas office of Deloitte Financial Advisory Services LLP (July 8, 2008)
- "Best Practices for Transaction Lawyers to Preserve Legal Privilege and Confidentiality: Avoiding Missteps" with J. Wiley George and Kara Altenbaumer-Price, at the Andrews Kurth 2008 Corporate/Securities & Tax Retreat (May 17, 2008)
- "Foreign Corrupt Practices in 2007 - Assessing the Real Risk" with David Washburn, Tatum Directors Roundtable, offices of Tatum, LLC (March 25, 2008)

ANDREWS KURTH

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Matthew G. Nielsen

- "What to Do When the Government Comes Knocking," (September 20, 2007)

AFFILIATIONS

- Dallas Association of Young Lawyers
- Dallas Bar Association
- DAYL Foundation, Fellow
- Dallas Volunteer Attorney Program

IN THE NEWS

- Quoted in "Shop Talk: Conducting Internal Investigations," *Compliance Week* (October 11, 2011)

PRESS RELEASES

- Andrews Kurth Lawyers Recognized as 2014 Texas Rising Stars (March 7, 2014)
- Andrews Kurth Lawyers Recognized as 2013 Texas Rising Stars (March 8, 2013)
- Andrews Kurth Lawyers Recognized as 2012 Texas Rising Stars (March 9, 2012)
- Andrews Kurth Lawyers Recognized as 2011 Texas Rising Stars (March 17, 2011)
- Andrews Kurth Elects Ten New Partners for 2011 (November 29, 2010)
- Andrews Kurth Lawyers Recognized as Texas Rising Stars (April 14, 2009)
- Andrews Kurth Lawyers Recognized as Rising Stars (April 29, 2008)

EXHIBIT 1-C

ANDREWS KURTH

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J. Marshall Horton



Associate

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Marshall focuses his labor and employment practice on representing employers in litigation involving Title VII, Age Discrimination in Employment Act ("ADEA"), Americans with Disabilities Act ("ADA"), Family & Medical Leave Act ("FMLA"), Fair Labor Standards Act ("FLSA") (single plaintiff and collective action), National Labor Relations Act ("NLRA"), Operational Safety and Health Administration ("OSHA"), Sarbanes Oxley and related retaliation issues. Marshall's practice includes involvement in federal and state administrative actions and investigations with agencies such as the Equal Employment Opportunity Commission ("EEOC"), the Department of Homeland Security ("DHS"), the Texas Workforce Commission ("TWC"), the Texas Workers' Compensation Commission ("TWCC"), the US Department of Labor and various state's Departments of Labor, in addition to both federal and state court actions. His involvement includes taking and defending depositions, drafting dispositive motions, pleadings, discovery and resolving cases through negotiation, mediation, arbitration, and trial. He also counsels employers on hiring and firing decisions, wage and hour issues, family and medical leave issues, collective bargaining issues, employment authorization issues (e.g., I-9 audits and compliance), employment policies and handbooks, fair credit reporting, restrictive covenants and acquisitional aspects of labor and employment law, in addition to providing employers with management and employee-level training regarding unfair employment practices.

REPRESENTATIVE EXPERIENCE

- Represented and defended a nationwide hotel chain against varied, and multiple, employment discrimination claims brought by employees
- Represented and defended the manufacturer of radiation detection devices regarding theft of trade secret and breach of restrictive covenant claims
- Coordinated and handled interactions with the Department of Homeland Security regarding the I-9 audit of a manufacturer of well supplies
- Represented and defended a privately held marine shipping company against claims related to the minimum wage and overtime requirements of the FLSA
- Represented and defended a leading provider of remote heart monitoring services against claims related to discrimination and retaliation under the FMLA
- Coordinated and handled interactions with OSHA, and provided legal guidance with respect to investigating the cause of a catastrophe, and managing the administrative and judicial proceedings that followed
- Represented and defended a large provider of logistic and distribution services in a breach of employment contract filed by an officer

INDUSTRIES

Aviation
Biotechnology, Life Sciences and Medical Devices
Energy
Health Care
Hospitality and Hotels
Internet/E-Commerce
Liquefied Natural Gas (LNG)
Manufacturing and Sales
Technology
Technology and Emerging Companies

PRACTICES

Labor and Employment
Litigation and Dispute Resolution

EDUCATION

JD, 2003, University of Houston Law Center
BBA, 2000, Management, Baylor University

ADMISSIONS

Texas 2005
US District Court for the Southern District of Texas
US District Court for the Eastern District of Texas

ANDREWS KURTH

STRAIGHT TALK IS GOOD BUSINESS. ®

J. Marshall Horton

- Represented and defended a large financial services company against a multimillion-dollar breach of fiduciary duty claim brought by a business partner

BRIEFINGS, SEMINARS & SPEECHES

- "Hiring & Firing – Best Practices for Early Stage Companies," SURGE Accelerator, Houston, Texas (March 15, 2013)

AFFILIATIONS

- Houston Young Lawyers' Association
- Houston Bar Association, Labor and Employment Section

EXHIBIT 1-D

ANDREWS KURTH

Andrews Kurth LLP
P.O. Box 301276
Dallas, Texas 75303-1276
713.220.4200 Phone
713.220.4285 Fax
andrewskurth.com
Taxpayer I.D. #74-1027138

January 13, 2014

The Woodlands Land Development Co., LP
Aaron Grodin
The Howard Hughes Corporation
13355 Noel Rd 22nd Floor
Dallas, TX 75240

As of December 31, 2013
Invoice No. 10628430
10710 0031906 / 0210905

RE: WILLIAM LANGLEY

Date	Services	Name	Hours
12/09/13	E-mail and telephone conference with Aaron Grodin regarding [REDACTED]; review [REDACTED] provided by Mr. Grodin	MGN	1.50
12/09/13	Pull and review new lawsuit filed in Southern District of Texas and forward to M. Nielsen	DR	0.50
12/10/13	Review lawsuit; telephone conference with Brennan Riley regarding [REDACTED]; e-mail and telephone conference with Aaron Grodin; review scheduling order	MGN	1.90
12/11/13	E-mail with opposing counsel regarding agreement on accepting service and answer date; e-mail with Aaron Grodin regarding [REDACTED]	MGN	0.70
12/16/13	E-mail with Aaron Grodin regarding [REDACTED]	MGN	0.40
12/16/13	Review [REDACTED] draft [REDACTED] discuss with Matthew Nielsen and edit [REDACTED]	DR	2.40
12/17/13	Review and edit final draft of notice of agreement and file electronically with the Southern District of Texas	DR	0.70
12/17/13	Review and revise draft agreement on answer date; e-mail with opposing counsel regarding same; attention to finalizing the same.	MGN	0.60
Total Services			8.70
			\$ 2,325.00

Payment due upon receipt

To assist in complying with regulations under IRS §274,
additional documentation for overtime meals and travel meals is available upon request.
For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: WILLIAM LANGLEY

SUMMARY OF FEES

Number	Name	Hours	Value
10331	NIELSEN, M. G.	5.10	1,785.00
10736	REESE, D.	3.60	540.00
		<u>8.70</u>	<u>\$2,325.00</u>

Payment due upon receipt

To assist in complying with regulations under IRS §274,

additional documentation for overtime meals and travel meals is available upon request.

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

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Taxpayer I.D. #74-1027138

January 13, 2014

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The Woodlands Land Development Co., LP
Aaron Grodin
The Howard Hughes Corporation
13355 Noel Rd 22nd Floor
Dallas, TX 75240

As of December 31, 2013
Invoice No. 10628430
10710 0031906 / 0210905

RE: WILLIAM LANGLEY

INVOICE SUMMARY

Total Services	\$ 2,325.00
Total Disbursements	<u>0.00</u>
Total Current Services and Disbursements Due This Bill	\$ 2,325.00

SUMMARY OF ACCOUNTS RECEIVABLE

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Total Balance Due</u>
1/13/14	10628430	<u>2,325.00</u>
Total balance outstanding for this matter As Of January 13, 2014		\$ 2,325.00

*****PLEASE NOTE NEW REMIT ADDRESS BELOW*****

PLEASE RETURN THIS COPY WITH YOUR PAYMENT

Payment due upon receipt
Please Reference Invoice Number & Client/Matter Number on Your Payment

**Please send remittance to:
ANDREWS KURTH LLP
P.O. Box 301276
Dallas, TX 75303-1276

Wire Transfer Information:
JPMorgan Chase, 712 Main Street, Houston, TX 77002
ABA: 021000021
Acct #: XXXXXXXXXX
Swift Code: XXXXXXXXXX
Fax Remittance Info: 713-238-7131
AccountsReceivable@akllp.com

ACH Information:
JPMorgan Chase
ABA: 111000614
Acct #: XXXXXXXXXX

For Questions or Comments Regarding this Invoice, Please Contact the Accounting Department at (713) 220-4606.

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Taxpayer I.D. #74-1027138

February 28, 2014

The Woodlands Land Development Co., LP
Aaron Grodin
The Howard Hughes Corporation
13355 Noel Rd 22nd Floor
Dallas, TX 75240

As of January 31, 2014
Invoice No. 10633272
10710 0031906 / 0210905

RE: WILLIAM LANGLEY

Date	Services	Name	Hours
01/02/14	Conference with Mitch Reid regarding [REDACTED] review same, and review related documents	JMH	2.00
01/02/14	Telephone conference with AK Houston partner regarding [REDACTED] [REDACTED]; draft e-mail to Marshall Horton regarding [REDACTED] [REDACTED]	MGN	0.50
01/03/14	Telephone conference with Marshall Horton to discuss [REDACTED]	MGN	0.30
01/03/14	Continue to review Langley's complaint, exhibits, and other relevant documents; conference with Matthew Nielsen regarding [REDACTED] [REDACTED]	JMH	3.40
01/03/14	Receipt and review of correspondence and initial disclosure from opposing counsel; confer with M. Nielsen regarding [REDACTED] calendar disclose due date	DR	0.50
01/09/14	Draft [REDACTED] [REDACTED]	JMH	6.00
01/10/14	Review documents related to, conduct research regarding, and draft, [REDACTED] [REDACTED]	JMH	6.00
01/13/14	Continue to review documents related to, conduct research regarding, and draft, [REDACTED] [REDACTED] draft correspondence to Matthew Nielsen regarding, [REDACTED] [REDACTED]	JMH	12.50
01/14/14	Conduct research, and draft email to Matthew Nielsen, regarding [REDACTED] [REDACTED]	JMH	0.40
01/17/14	Review draft [REDACTED] telephone conference with Marshall Horton regarding [REDACTED] e-mail to Mr. Horton regarding [REDACTED]	MGN	1.50
01/24/14	Revise [REDACTED] draft memorandum to Matthew Nielsen regarding [REDACTED]	JMH	4.00
01/29/14	Receive, review, and compile information [REDACTED]	JMH	3.20

Payment due upon receipt

To assist in complying with regulations under IRS §274,
additional documentation for overtime meals and travel meals is available upon request.
For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: WILLIAM LANGLEY

Date	Services	Name	Hours	
	review discovery requests from Plaintiff and draft email to Matthew Nielsen regarding exchange additional emails with Matthew Nielsen, and conduct additional research regarding,			
01/30/14	Communicate with Brennan Reilly and Dara Engle regarding complete compilation of same; process same for production; revise	JMH	4.00	
01/30/14	Assist Counsel with the preparation of documents for production	MAL	2.90	
01/30/14	Analyze organize and review proposed administrative record	LJC	2.30	
01/31/14	Legal research regarding	GAB	3.90	
01/31/14	Multiple e-mails with and telephone conference with counsel regarding call to opposing counsel to discuss discovery	MGN	0.90	
01/31/14	Continue to conduct research regarding, revise, and continue to draft conduct additional research regarding correspond with Matthew Nielsen regarding correspond with plan administrator regarding draft email to Matthew Nielsen regarding	JMH	7.20	
Total Services			61.50	\$ 32,519.50
Disbursements				Value
Total for Document Services - Scanning				88.40
Total Disbursements				\$ 88.40
Total Current Services and Disbursements This Matter				<u>\$ 32,607.90</u>

Payment due upon receipt

To assist in complying with regulations under IRS §274,
 additional documentation for overtime meals and travel meals is available upon request.
 For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: WILLIAM LANGLEY

SUMMARY OF FEES

Number	Name	Hours	Value
10331	NIELSEN, M. G.	3.20	2,016.00
10341	CHAPMAN, L. J.	2.30	1,069.50
10468	HORTON, J. M.	48.70	26,298.00
05453	BARTLETT, G. A.	3.90	2,164.50
07863	LENTINO, M. A.	2.90	826.50
10736	REESE, D.	0.50	145.00
		<hr/> 61.50	<hr/> \$32,519.50

Payment due upon receipt

To assist in complying with regulations under IRS §274,
additional documentation for overtime meals and travel meals is available upon request.
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ANDREWS KURTH

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February 28, 2014

PLEASE RETURN THIS COPY WITH YOUR PAYMENT

The Woodlands Land Development Co., LP
Aaron Grodin
The Howard Hughes Corporation
13355 Noel Rd 22nd Floor
Dallas, TX 75240

As of January 31, 2014
Invoice No. 10633272
10710 0031906 / 0210905

RE: WILLIAM LANGLEY

INVOICE SUMMARY

Total Services	\$ 32,519.50
Total Disbursements	<u>88.40</u>
Total Current Services and Disbursements Due This Bill	\$ 32,607.90

SUMMARY OF ACCOUNTS RECEIVABLE

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Total Balance Due</u>
2/28/14	10633272	<u>32,607.90</u>
Total balance outstanding for this matter As Of February 28, 2014		\$ 32,607.90

*****PLEASE NOTE NEW REMIT ADDRESS BELOW*****

PLEASE RETURN THIS COPY WITH YOUR PAYMENT

Payment due upon receipt

Please Reference Invoice Number & Client/Matter Number on Your Payment

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P.O. Box 301276
Dallas, TX 75303-1276

Wire Transfer Information:
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ABA: 021000021
Acct #: [REDACTED]
Swift Code: [REDACTED]
Fax Remittance Info: 713-238-7131
AccountsReivable@akllp.com

ACH Information:
JPMorgan Chase
ABA: 111000614
Acct #: [REDACTED]

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March 18, 2014

The Woodlands Land Development Co., LP
Aaron Grodin
The Howard Hughes Corporation
13355 Noel Rd 22nd Floor
Dallas, TX 75240

As of February 28, 2014
Invoice No. 10635095
10710 0031906 / 0210905

RE: WILLIAM LANGLEY

Date	Services	Name	Hours
02/02/14	Conduct research regarding [REDACTED] [REDACTED], review additional information in administrative record; exchange multiple emails with Matthew Nielsen regarding [REDACTED]	JMH	3.40
02/02/14	E-mail with Mark Oberti regarding [REDACTED] review memorandum from Marshall Horton regarding [REDACTED]	MGN	1.50
02/03/14	Prepare for and attend telephone conference with Mark Oberti regarding [REDACTED] review plaintiff's motion for summary judgment; review correspondence from Mr. Oberti regarding same; e-mail with John McDowell and Marshall Horton regarding [REDACTED]	MGN	1.90
02/03/14	Conduct additional research regarding [REDACTED] [REDACTED] [REDACTED] Revise [REDACTED]	JMH	8.00
02/03/14	Assist Counsel with the organization of documents that have been prepared for production	MAL	0.40
02/04/14	Conduct research regarding, and revise, [REDACTED] [REDACTED]	JMH	9.10
02/04/14	Review revised [REDACTED]	MGN	1.40
02/05/14	E-mail and telephone conference with Aaron Grodin regarding [REDACTED] e-mail with John McDowell regarding [REDACTED]	MGN	0.80
02/05/14	Note filing of Motion for Summary Judgment; pull down from PACER and route to project assistant for file; forward copy of motion to J. McDowell	DR	0.70
02/06/14	Assess [REDACTED] [REDACTED] discuss with John McDowell; work session with Marshall Horton regarding [REDACTED] [REDACTED] further review of plaintiff's motion for	MGN	6.50

Payment due upon receipt
To assist in complying with regulations under IRS §274,
additional documentation for overtime meals and travel meals is available upon request.
For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: WILLIAM LANGLEY

Date	Services	Name	Hours
	summary judgment; research [REDACTED] [REDACTED] telephone conference with Mitch Reid to discuss [REDACTED]		
02/07/14	Review and revise draft answer; e-mail with Aaron Grodin regarding [REDACTED]	MGN	1.40
02/07/14	Copy cases for Matthew Nielsen	DR	0.50
02/10/14	Assist with finalizing and electronic filing of Answer to the Complaint; forward PDF of Answer to Matthew Nielsen	DR	0.90
02/10/14	Attention to finalizing answer and filing same; e-mail with Aaron Grodin regarding [REDACTED]	MGN	0.60
02/12/14	Conduct research regarding, and continue to draft, [REDACTED] [REDACTED] revise [REDACTED] [REDACTED] exchange multiple emails with Matthew Nielsen regarding [REDACTED]	JMH	3.30
02/13/14	Continue to draft and conduct research regarding [REDACTED] [REDACTED]	JMH	8.20
02/14/14	Continue to draft and conduct research regarding [REDACTED] [REDACTED]	JMH	9.00
02/16/14	Revise and continue to draft [REDACTED] [REDACTED] forward same to Matthew Nielsen with comments for review	JMH	5.00
02/17/14	Revise [REDACTED] [REDACTED]	JMH	2.00
02/17/14	Review draft [REDACTED]	MGN	1.20
02/17/14	Collect copies of case law and [REDACTED] [REDACTED] for Matthew Nielsen's review	DR	0.40
02/18/14	Finalize comments to [REDACTED] and send same to Marshall Horton	MGN	0.90
02/19/14	Pursuant to the comments of Matthew Nielsen, revise [REDACTED] [REDACTED] conduct additional research regarding [REDACTED]	JMH	9.70
02/19/14	Various communications on [REDACTED] and review and edits to same	JHM	1.00
02/20/14	Various emails on [REDACTED] note final and filing of same	JHM	2.00
02/20/14	Pursuant to the comments of Matthew Nielsen, John McDowell, and Aaron Grodin, make further revisions to [REDACTED]	JMH	6.20

Payment due upon receipt

To assist in complying with regulations under IRS §274,

additional documentation for overtime meals and travel meals is available upon request.

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: WILLIAM LANGLEY

Date	Services	Name	Hours
	[REDACTED]		
02/20/14	Review and provide comments to [REDACTED]	MGN	1.10
02/21/14	Retrieve file marked copy of Cross Motion for Summary Judgment and Response to Langley's Motion For Summary Judgment and accompanying 11 exhibits; forward same to J. McDowell; review CaseMap for updates	DR	1.60
02/21/14	Finalize, and file, Defendant's Cross-Motion for Summary Judgment and Response to Langley's Motion for Summary Judgment	JMH	2.00
02/22/14	Note filed motion	JHM	0.10
02/24/14	Conduct research, review documents related to, and draft [REDACTED]	JMH	3.00
02/25/14	Conference with Matthew Nielsen regarding [REDACTED] revise same	JMH	0.50
02/25/14	Review [REDACTED] obtain approval of [REDACTED] review record	JHM	3.00
02/26/14	Emails on [REDACTED] outline [REDACTED]	JHM	2.00
02/26/14	Review [REDACTED] confer with J. McDowell regarding [REDACTED] prepare notebook for J. McDowell re: [REDACTED] email - M. Horton and S. Salling	DR	0.90
02/26/14	Research federal law [REDACTED]	LJC	1.00
02/26/14	Attention to scheduling initial conference with court; review [REDACTED] e-mail with Aaron Grodin regarding [REDACTED] e-mail with Marshall Horton regarding [REDACTED]	MGN	1.20
02/27/14	Telephone conference with Marshall Horton regarding [REDACTED] review [REDACTED]	MGN	1.40
02/27/14	Continue to review record for [REDACTED] note re-set of Status Conference; note 26(a)(1) disclosures	JHM	2.10
02/27/14	Conference with Matthew Nielsen regarding [REDACTED] begin draft of [REDACTED]	JMH	1.00
02/28/14	Conduct research regarding, and draft, [REDACTED]	JMH	4.00
02/28/14	Continue to review record for [REDACTED]	JHM	2.00
02/28/14	Review parties' motions for summary judgment and prepare [REDACTED]	LJC	3.40
02/28/14	Attention to [REDACTED] review file in connection with [REDACTED] work session with John McDowell to [REDACTED] draft e-mail to Marshall Horton	MGN	3.40

Payment due upon receipt

To assist in complying with regulations under IRS §274,
 additional documentation for overtime meals and travel meals is available upon request.
 For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: WILLIAM LANGLEY

Date	Services	Name	Hours	
	regarding [REDACTED]			
	Total Services		<u>119.70</u>	<u>\$ 67,615.00</u>
	Disbursements			Value
	Total for Computer Aided Research - Lexis			1,145.41
	Total for Computer Aided Research - Pacer			4.10
	Total for Computer Aided Research - Westlaw			399.75
	Total for Long Dist Telephone			0.07
	Total Disbursements			<u>\$ 1,549.33</u>
	Total Current Services and Disbursements This Matter			<u><u>\$ 69,164.33</u></u>

Payment due upon receipt

To assist in complying with regulations under IRS §274,
additional documentation for overtime meals and travel meals is available upon request.
For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: WILLIAM LANGLEY

SUMMARY OF FEES

Number	Name	Hours	Value
10710	MCDOWELL, JR., J.H.	12.20	9,150.00
10331	NIELSEN, M. G.	23.30	14,679.00
10341	CHAPMAN, L. J.	4.40	2,046.00
10468	HORTON, J. M.	74.40	40,176.00
07863	LENTINO, M. A.	0.40	114.00
10736	REESE, D.	5.00	1,450.00
		<u>119.70</u>	<u>\$67,615.00</u>

Payment due upon receipt

To assist in complying with regulations under IRS §274,
additional documentation for overtime meals and travel meals is available upon request.
For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

**ANDREWS
KURTH**

Andrews Kurth LLP
P.O. Box 301276
Dallas, Texas 75303-1276
713.220.4200 Phone
713.220.4285 Fax
andrewskurth.com
Taxpayer I.D. #74-1027138

March 18, 2014

PLEASE RETURN THIS COPY WITH YOUR PAYMENT

The Woodlands Land Development Co., LP
Aaron Grodin
The Howard Hughes Corporation
13355 Noel Rd 22nd Floor
Dallas, TX 75240

As of February 28, 2014
Invoice No. 10635095
10710 0031906 / 0210905

RE: WILLIAM LANGLEY

INVOICE SUMMARY

Total Services	\$ 67,615.00
Total Disbursements	<u>1,549.33</u>
Total Current Services and Disbursements Due This Bill	\$ 69,164.33

SUMMARY OF ACCOUNTS RECEIVABLE

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Total Balance Due</u>
02/28/14	10633272	32,607.90
3/18/14	10635095	<u>69,164.33</u>
Total balance outstanding for this matter As of March 18, 2014		\$ 101,772.23

*****PLEASE NOTE NEW REMIT ADDRESS BELOW*****

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Please Reference Invoice Number & Client/Matter Number on Your Payment

****Please send remittance to:**
ANDREWS KURTH LLP
P.O. Box 301276
Dallas, TX 75303-1276

Wire Transfer Information:
JPMorgan Chase, 712 Main Street, Houston, TX 77002
ABA: 021000021
Acct #: XXXXXXXXXX
Swift Code: XXXXXXXXXX
Fax Remittance Info: 713-238-7131
AccountsReceivable@akllp.com

ACH Information:
JPMorgan Chase
ABA: 111000614
Acct #: XXXXXXXXXX

For Questions or Comments Regarding this Invoice, Please Contact the Accounting Department at (713) 220-4606.

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Taxpayer I.D. #74-1027138

April 30, 2014

The Woodlands Land Development Co., LP
Aaron Grodin
The Howard Hughes Corporation
13355 Noel Rd 22nd Floor
Dallas, TX 75240

As of March 31, 2014
Invoice No. 10639790
10710 0031906 / 0210905

RE: WILLIAM LANGLEY

Date	Services	Name	Hours
03/02/14	Continue to conduct research regarding, and draft, [REDACTED]	JMH	7.40
03/03/14	Conduct additional research regarding, and continue to draft, [REDACTED] conference with Matthew Nielsen regarding [REDACTED] make changes as instructed by Matthew Nielsen	JMH	10.00
03/03/14	Review draft [REDACTED] review [REDACTED] discuss comments with Marshall Horton; review Aaron Grodin's e-mails regarding [REDACTED]	MGN	1.50
03/03/14	Draft and revise [REDACTED]	LJC	5.50
03/04/14	Review and redact privileged information; discuss same with M. Nielsen; request current statement for legal services and review	DR	1.30
03/04/14	Review [REDACTED] and provide revisions to same; work session with Marshall Horton to discuss [REDACTED] begin reviewing draft [REDACTED] in preparation for conference with Court	MGN	2.80
03/04/14	Continue to draft [REDACTED]; revise same to reflect Aaron Grodin's suggested changes; file same	JMH	5.00
03/04/14	Further review and edit [REDACTED] further review of [REDACTED] note [REDACTED]	JHM	2.00
03/05/14	Outline [REDACTED] and confer on same	JHM	2.00
03/05/14	Revise outline [REDACTED] in preparation for conference with Court	JMH	2.00
03/05/14	Continue to prepare for conference with Court, including reviewing [REDACTED]	MGN	3.80
03/05/14	Retrieve and review all motion for summary judgment briefing and prepare attorney notebooks of same with exhibits; Upload numerous documents and exhibits to J. McDowell's computer in preparation for hearing; add 23 cases, rename and organize on J. McDowell's computer for review and use in hearing; assist with preparations for	DR	4.80

Payment due upon receipt

To assist in complying with regulations under IRS §274,
additional documentation for overtime meals and travel meals is available upon request.
For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: WILLIAM LANGLEY

Date	Services	Name	Hours	
	hearing; review Southern District Local Rules; prepare and file notice of attorney in charge for J. McDowell			
03/06/14	Discuss [REDACTED] with J. McDowell; update electronic case files on (P:)	DR	0.80	
03/06/14	Finish preparing for hearing; attend conference with court and argue motions for summary judgment; travel to and from Dallas	MGN	9.30	
03/06/14	Prepare for and attend conference with Court regarding claims, defenses, discovery, and summary judgment motions	JMH	3.00	
03/06/14	Extensive preparation session; represent client at hearing; follow-up analysis on [REDACTED]	JHM	8.50	
03/07/14	Download to Mr. Grodin [REDACTED]	JHM	0.40	
03/07/14	Review docket entry regarding scheduling conference; attend call with Aaron Grodin to discuss [REDACTED]	MGN	0.50	
03/13/14	Draft certificate of interested parties for filing.	LJC	1.20	
Total Services			71.80	\$ 40,864.50

Disbursements	Value
Total for Computer Aided Research	7.00
Total for Computer Aided Research - Pacer	45.60
Total for Computer Aided Research - Westlaw	1,971.74
Total for Document Services - Color Copies	23.00
Total for Local Meal Expense	106.14
Total for Local Transportation	70.00
Total for Travel Expense	856.90

Total Disbursements \$ 3,080.38

Total Current Services and Disbursements This Matter \$ 43,944.88

Payment due upon receipt

To assist in complying with regulations under IRS §274,

additional documentation for overtime meals and travel meals is available upon request.

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: WILLIAM LANGLEY

SUMMARY OF FEES

Number	Name	Hours	Value
10710	MCDOWELL, JR., J.H.	12.90	9,675.00
10331	NIELSEN, M. G.	17.90	11,277.00
10341	CHAPMAN, L. J.	6.70	3,115.50
10468	HORTON, J. M.	27.40	14,796.00
10736	REESE, D.	6.90	2,001.00
		<u>71.80</u>	<u>\$40,864.50</u>

Payment due upon receipt

To assist in complying with regulations under IRS §274,

additional documentation for overtime meals and travel meals is available upon request.

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

ANDREWS KURTH

Andrews Kurth LLP
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Taxpayer I.D. #74-1027138

April 30, 2014

PLEASE RETURN THIS COPY WITH YOUR PAYMENT

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Aaron Grodin
The Howard Hughes Corporation
13355 Noel Rd 22nd Floor
Dallas, TX 75240

As of March 31, 2014
Invoice No. 10639790
10710 0031906 / 0210905

RE: WILLIAM LANGLEY

INVOICE SUMMARY

Total Services	\$ 40,864.50
Total Disbursements	<u>3,080.38</u>
Total Current Services and Disbursements Due This Bill	\$ 43,944.88

SUMMARY OF ACCOUNTS RECEIVABLE

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Total Balance Due</u>
02/28/14	10633272	32,607.90
03/18/14	10635095	69,164.33
4/30/14	10639790	<u>43,944.88</u>

*****PLEASE NOTE NEW REMIT ADDRESS BELOW*****

PLEASE RETURN THIS COPY WITH YOUR PAYMENT

Payment due upon receipt

Please Reference Invoice Number & Client/Matter Number on Your Payment

**Please send remittance to:

ANDREWS KURTH LLP
P.O. Box 301276
Dallas, TX 75303-1276

Wire Transfer Information:

JPMorgan Chase, 712 Main Street, Houston, TX 77002
ABA: 021000021
Acct #: XXXXXXXXXX
Swift Code: XXXXXXXXXX
Fax Remittance Info: 713-238-7131
AccountsReceivable@akllp.com

ACH Information:

JPMorgan Chase
ABA: 111000614
Acct #: XXXXXXXXXX

For Questions or Comments Regarding this Invoice, Please Contact the Accounting Department at (713) 220-4606.

**ANDREWS
KURTH**

Andrews Kurth LLP
P.O. Box 301276
Dallas, Texas 75303-1276
713.220.4200 Phone
713.220.4285 Fax
andrewskurth.com
Taxpayer I.D. #74-1027138

April 30, 2014

PLEASE RETURN THIS COPY WITH YOUR PAYMENT

The Woodlands Land Development Co., LP
Aaron Grodin
The Howard Hughes Corporation
13355 Noel Rd 22nd Floor
Dallas, TX 75240

As of March 31, 2014
Invoice No. 10639790
10710 0031906 / 0210905

Total balance outstanding for this matter
As Of April 30, 2014

\$ 145,717.11

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JPMorgan Chase, 712 Main Street, Houston, TX 77002
ABA: 021000021
Acct #: [REDACTED]
Swift Code: [REDACTED]
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ACH Information:
JPMorgan Chase
ABA: 111000614
Acct #: [REDACTED]

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May 8, 2014

The Woodlands Land Development Co., LP
Aaron Grodin
The Howard Hughes Corporation
13355 Noel Rd 22nd Floor
Dallas, TX 75240

As of April 30, 2014
Invoice No. 10639971
10710 0031906 / 0210905

RE: WILLIAM LANGLEY

Date	Services	Name	Hours
04/03/14	Revise and file Defendant's Certificate of Interested Parties	JMH	0.50
04/03/14	Note filing of Certificate of Interested Parties; update case materials	DR	0.50
04/05/14	Emails on Certificate of Interested Persons.	JHM	0.10
Total Services			<u>1.10</u> <u>\$ 490.00</u>

Disbursements	Value
Total for Computer Aided Research - Lexis	218.46
Total for Computer Aided Research - Pacer	66.00
Total for Computer Aided Research - Westlaw	612.14

Total Disbursements \$ 896.60

Total Current Services and Disbursements This Matter \$ 1,386.60

Payment due upon receipt
To assist in complying with regulations under IRS §274,
additional documentation for overtime meals and travel meals is available upon request.
For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: WILLIAM LANGLEY

SUMMARY OF FEES

Number	Name	Hours	Value
10710	MCDOWELL, JR., J.H.	0.10	75.00
10468	HORTON, J. M.	0.50	270.00
10736	REESE, D.	0.50	145.00
		<u>1.10</u>	<u>\$490.00</u>

Payment due upon receipt

To assist in complying with regulations under IRS §274,
additional documentation for overtime meals and travel meals is available upon request.
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May 8, 2014

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The Woodlands Land Development Co., LP
Aaron Grodin
The Howard Hughes Corporation
13355 Noel Rd 22nd Floor
Dallas, TX 75240

As of April 30, 2014
Invoice No. 10639971
10710 0031906 / 0210905

RE: WILLIAM LANGLEY

INVOICE SUMMARY

Total Services	\$ 490.00
Total Disbursements	<u>896.60</u>
Total Current Services and Disbursements Due This Bill	\$ 1,386.60

SUMMARY OF ACCOUNTS RECEIVABLE

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Total Balance Due</u>
02/28/14	10633272	32,607.90
03/18/14	10635095	69,164.33
04/30/14	10639790	43,944.88

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Acct #: [REDACTED]

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May 8, 2014

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The Woodlands Land Development Co., LP
Aaron Grodin
The Howard Hughes Corporation
13355 Noel Rd 22nd Floor
Dallas, TX 75240

As of April 30, 2014
Invoice No. 10639971
10710 0031906 / 0210905

5/8/14	10639971	1,386.60
Total balance outstanding for this matter As Of May 8, 2014		\$ 147,103.71

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